UNSW Safety and Risk Committee
Membership and Terms of Reference
Authorised by UNSW Council 6 December 2022

A. Current membership as at 10 October 2022

<table>
<thead>
<tr>
<th>Name</th>
<th>Role</th>
<th>Term</th>
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</thead>
<tbody>
<tr>
<td>Ms Maxine Brenner</td>
<td>Council Member</td>
<td>to 30 June 2024</td>
</tr>
<tr>
<td>Presiding Member</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Professor Attila Brungs</td>
<td>Vice-Chancellor and President (ex officio)</td>
<td>N/A</td>
</tr>
<tr>
<td>Professor David Cohen</td>
<td>President of the Academic Board (ex officio)</td>
<td>to 30 June 2023</td>
</tr>
<tr>
<td>Dr Jennifer Alexander</td>
<td>Council Member</td>
<td>to 30 June 2025</td>
</tr>
<tr>
<td>Professor Justine Nolan</td>
<td>Council Member</td>
<td>to 30 June 2024</td>
</tr>
<tr>
<td>Mr George Sutton</td>
<td>External Member</td>
<td>to 30 June 2024</td>
</tr>
<tr>
<td>Mr Peter Binetter</td>
<td>External Member</td>
<td>to 30 June 2023 (*)</td>
</tr>
<tr>
<td>Mr Steve Ferguson</td>
<td>Representative of the Audit Committee</td>
<td>to 30 June 2024</td>
</tr>
<tr>
<td>Vacant</td>
<td>External Member</td>
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(*) Term commences on 1 July 2021

B. Terms of Reference

1. Purpose

The Safety and Risk Committee assists Council in discharging its oversight obligations in the areas of safety and risk by providing independent and objective review, advice and assistance, noting that Council has delegated to University management responsibility for overseeing and handling all safety and risks matters of the University and its controlled entities.

2. Composition (#) – Total: up to nine (9)

   - Three members of Council
   - Up to three external members with appropriate professional expertise and experience appointed by Council on the recommendation of the Presiding Member of the Committee.
   - One representative of the Audit Committee of Council.
   - The Vice-Chancellor and President (who is a member under clause 5(2) of the UNSW By-law 2005, and may choose to absent himself from meetings from time to time).
   - The President of the Academic Board.

(#) A majority of the members will be external members.

3. Presiding Member

The Presiding Member is appointed by Council, from among those Council members who are not employees of the University.
4. **Attendees**

The Committee may, with the consent of the Presiding Member, invite any person or persons to all or part of its meetings to assist the Committee in its work. The following officers will normally attend for all or part of each meeting:

<table>
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<tr>
<td>Deputy Vice-Chancellor, Planning &amp; Assurance</td>
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<tr>
<td>Director, Risk</td>
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<tr>
<td>Director, Safety</td>
</tr>
<tr>
<td>Director, Internal Audit</td>
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<tr>
<td>General Counsel</td>
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<tr>
<td>Chief Information Officer</td>
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</table>

The Executive Team member and Senior Officers with responsibility for relevant safety and risk oversight will attend as required for all or part of each meeting.

5. **Quorum**

The quorum for the Risk Committee is four (4) and will include at least one Council member of the Committee. Attendance by teleconference shall be counted in quorum.

6. **Reporting to Council**

The minutes of each meeting will be included in Council papers and the Presiding Member shall draw any urgent or special matters to the attention of Council as the Committee suggests.

The Committee will endorse reports to Council and seek presentations from management as required.

The Committee will refer matters with relevance to the areas of internal control, including fraud control, financial reporting and the audit process that come to its attention directly to the Audit Committee.

7. **Schedule of Meetings**

Four regular meetings per annum are scheduled to report to the following Council meeting, and additional meetings as required with the consent of the Presiding Member.

The Safety and Risk Committee may have a combined annual meeting with the Audit Committee of Council, to be decided following consultation with the Presiding Members of both committees.

8. **Role and responsibilities**

a. To oversee the University's safety, risk and compliance framework for identifying, monitoring and managing significant safety and risk matters, including matters relating to compliance.

b. In relation to the University's controlled entities, to:
   i. engage in consultation with respect to risk management plans and
   ii. receive bi-annual material regarding strategic and operational risk reporting for controlled entities operating businesses which supply goods and services to customers as required under UNSW's Controlled Entities Procedure.

c. To advise Council (and the Vice-Chancellor and President) on areas of safety and risk including consideration of internal controls as they relate to Enterprise Risk Management.

d. To advise Council in a timely manner on any anticipated safety and risks matters that could materially affect the reputation and/or operation of the University (including its controlled entities).

e. To review the University's insurance program at least annually having regard to the University's business and insurable risks.

f. To review whether management has in place a current and comprehensive risk management framework and associated procedures for the effective identification and management of UNSW risks.

g. To review the impact of UNSW's risk management framework on its control environment and insurance arrangements.
h. To review whether a sound and effective approach is followed for establishing and operating business continuity arrangements including alignment with Disaster Recovery plans.

i. To receive and consider a quarterly report from management relating to the identification and management of UNSW's material strategic and operational risks.

j. To review the risk appetite statements approved by the UNSW Vice-Chancellor and receive at least annual reporting on performance against these statement settings from the Director of Risk and exception reporting as required.

k. To receive advice from the Level 1 Health & Safety Committee and the University regarding its compliance with relevant workplace health and safety legislation.

l. To review UNSW’s safety management system to ensure the system is delivering positive safety outcomes for UNSW.

m. Without limiting its scope, the Committee will review the strategies established by University management to promote a culture of health (including mental and psychosocial health) and safety.

n. The Committee will, based on reports provided by the Director Safety and Internal Audit monitor the adequacy of safety and health, in relation to actual or potential accidents, breaches and incidents, identified hazards and existing and emerging risks throughout the University.

o. To review and advise on safety and risk matters raised by Council, the Audit Committee and the Finance and Strategy Committee.

p. To exercise such powers as the Council may delegate.

q. To review or cause to be conducted such investigations as may be considered appropriate in the Committee's opinion into any breach of relevant safety and risk management policies and procedures or material non-compliance with any laws or obligations of the University.

In furtherance of these Terms of Reference to monitor and review the University in relation to:

i. processes for monitoring and managing material risks relating to all major building projects;

ii. the establishment and maintenance of a risk appetite statement and a register of major risks and processes to comply with relevant laws, regulations and standards;

iii. review the effectiveness of the system for monitoring UNSW's compliance with relevant laws, regulations and associated government policies

iv. the development of a safety and risk awareness culture.

9. Resolutions without meetings of the Committee (Circular resolutions)

a. Subject to this clause, if a majority of the members for the time being of the Committee sign and return to the Presiding Member a document circulated by or on behalf of the Presiding Member containing a statement that those members are in favour of a resolution in terms set out in the document, a resolution in those terms shall be deemed to be the decision of the Committee, but only if:

   i. the document, signed by the majority of members, is received by the Presiding Member no later than the deadline for response stipulated in the circulated document; and

   ii. no two or more members notify the Presiding Member in writing, before that deadline, that the members wish to have the proposed resolution listed for discussion at the next meeting of the Committee.

A resolution made by the procedure stated in this clause shall be deemed to be the decision of the Committee, effective from the day on which the document is signed or, if the members do not sign it on the same day, on the day on which the last member of the requisite majority to sign the document does so.

b. If a decision of the Committee is made by a resolution without meeting under clause [1], the Presiding Member shall cause a copy of the terms of the resolution to be promptly notified to all members and the resolution shall appear in the agenda for the next meeting of the Committee for the purpose of forming a record in the minutes of that meeting.

c. For the purposes of clause [a]:

   i. two or more separate documents containing a statement in identical terms, each of which is signed by one or more members, shall be taken to constitute one document;
ii 'sign', in relation to a document, means apply, affix or cause to be applied or affixed a member’s signature or facsimile thereof; and

iii 'return to/notify the Presiding Member' means send to the Presiding Member or the person nominated by the Presiding Member by post, facsimile or email.

Notes

i. The Safety and Risk Committee does not have executive powers or authority to implement actions over which the Vice-Chancellor and President or nominee has responsibility; it does not have any delegated financial powers, and it does not have any management function.

ii. These Terms of Reference and the functioning of the Committee should be subject to a periodic review by Council, including self-assessment by the Committee, to ensure that it is operating effectively and fulfilling its functions.

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